

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<p>In re:</p> <p>YOUFIT HEALTH CLUBS, LLC, <i>et al.</i>,<sup>1</sup></p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 20-12841 (MFW)</p> <p>(Jointly Administered)</p> <p><b>Objection Deadline: January 26, 2021 at 4:00 p.m.</b> (prevailing Eastern Time)</p> <p><b>Hearing Date: To be determined if any objection is filed</b></p>
---	---

**SECOND MONTHLY FEE STATEMENT OF PHOENIX EXECUTIVE SERVICES, LLC, PROVIDING A CHIEF RESTRUCTURING OFFICER AND CERTAIN ADDITIONAL PERSONNEL TO THE DEBTORS, AND FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FROM THE PERIOD OF NOVEMBER 30, 2020 THROUGH DECEMBER 31, 2020**

Name of Applicant:	Phoenix Executive Services, LLC
Authorized to Provide Professional Services to:	YouFit Health Clubs, LLC, <i>et al.</i>
Date of Retention:	December 3, 2020 <i>nunc pro tunc</i> to November 9, 2020
Period for Which Compensation and Reimbursement sought:	November 30, 2020 through December 31, 2020
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$506,748.00
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	\$182.25
<p>This is a(n):    <u>  X  </u> Monthly                      <u>      </u> Interim                      <u>      </u> Final Statement</p> <p>This Statement does not include any hours incurred in connection with preparation of this Statement.</p> <p>This is the second monthly fee statement filed by Phoenix Executive Services, LLC in this case.</p>	

<sup>1</sup> The last four digits of YouFit Health Clubs, LLC's tax identification number are 6607. Due to the large number of debtor entities in these chapter 11 cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent at [www.donlinrecano.com/yfhc](http://www.donlinrecano.com/yfhc). The mailing address for the debtor entities for purposes of these chapter 11 cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

Phoenix Executive Services, LLC (“Phoenix”), providing the above-captioned debtors and debtors in possession (the “Debtors”) with a chief restructuring officer (“CRO”) and certain additional personnel, hereby submits the *Second Monthly Fee Statement of Phoenix Executive Services, LLC, Providing a Chief Restructuring Officer and Certain Additional Personnel to the Debtors and for Compensation for Services Rendered and Reimbursement of Expenses Incurred from the Period of November 30, 2020 through December 31, 2020* (the “Monthly Fee Statement”) pursuant to section 363 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), the *Motion of the Debtors for Entry of an Order (I) Authorizing the Debtors to Employ and Retain Phoenix Executive Services, LLC to Provide the Debtors With a Chief Restructuring Officer and Additional Personnel and (II) Designating Brian Gleason as the Debtors’ Chief Restructuring Officer, Nunc Pro Tunc to the Petition Date* [Docket No. 80] (the “Retention Application”), and the *Order (I) Authorizing the Debtors to Employ and Retain Phoenix Executive Services, LLC to Provide the Debtors with a Chief Restructuring Officer and Additional Personnel and (II) Designating Brian Gleason as the Debtors’ Chief Restructuring Officer, Nunc Pro Tunc to the Petition Date* [Docket No. 195] (the “Retention Order”), and consistent with Rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”) and the Local Rules of Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”). By this Monthly Fee Statement, Phoenix seeks compensation in the amount of \$506,748.00 in fees for the reasonable and necessary professional services Phoenix rendered to the Debtors and reimbursement of \$182.25 in actual and necessary expenses incurred from November 30, 2020 through December 31, 2020 (the “Fee Period”).<sup>2</sup>

---

<sup>2</sup> The engagement letter (as referenced in the Retention Order and attached as Exhibit A to the Retention Application) between the Debtors and Phoenix provides that Phoenix will be compensated (i) a fixed weekly fee at a rate of \$25,000

In support of this Monthly Fee Statement and in accordance with the Retention Order, Phoenix's monthly compensation and Staffing Report (as defined in the Retention Order) for the period from November 30, 2020 through December 31, 2020 is attached as **Exhibit 1** hereto.

WHEREFORE, Phoenix requests that it be allowed compensation for its services rendered during the Fee Period in the total amount of \$506,748.00 and reimbursement of \$182.25 in actual and necessary expenses incurred by Phoenix and that such fees and expenses be paid as administrative expenses of the Debtors' estates pursuant to the Retention Order.

Dated: January 12, 2021

Respectfully submitted,

**PHOENIX EXECUTIVE SERVICES, LLC**

/s/ Brian Gleason

Brian Gleason

Senior Managing Director

Phoenix Executive Services, LLC

*Chief Restructuring Officer for the Debtors*

---

per weekly period and (ii) hourly fees for the services of employees of subsidiaries or affiliates of Phoenix and/or select independent contractors.